

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: _____

Chapter 11 Case No.

Lehman Brothers Holdings Inc., et al.,

08-13555

Debtors. _____

JULY 2012 POST-EFFECTIVE OPERATING REPORT

JULY 2012
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
SCHEDULE OF PROFESSIONAL FEE AND EXPENSE DISBURSEMENTS

DEBTORS' ADDRESS: LEHMAN BROTHERS HOLDINGS INC.
c/o WILLIAM J. FOX
1271 AVENUE OF THE AMERICAS
40th FLOOR
NEW YORK, NY 10020

DEBTORS' ATTORNEYS: WEIL, GOTSHAL & MANGES LLP
c/o HARVEY R. MILLER, LORI R. FIFE
767 FIFTH AVENUE
NEW YORK, NY 10153

REPORT PREPARER: LEHMAN BROTHERS HOLDINGS INC., AS PLAN ADMINISTRATOR

Date: August 30, 2012

Indicate if this is an amended statement by checking here: AMENDED STATEMENT

TABLE OF CONTENTS

Schedule of Debtors	3
Lehman Brothers Holdings Inc. (“LBHI”) and Other Debtors and Other Controlled Entities	
Basis of Presentation — Schedule of Cash Receipts and Disbursements	4
Schedule of Cash Receipts and Disbursements	6
LBHI	
Basis of Presentation – Schedule of Professional Fee and Expense Disbursements	10
Schedule of Professional Fee and Expense Disbursements	11

SCHEDULE OF DEBTORS

The following entities (the “Debtors”) filed for bankruptcy in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). On December 6, 2011, the Bankruptcy Court confirmed the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”). On March 6, 2012, the “Effective Date” (as defined in the Plan) occurred. The Debtors’ Chapter 11 cases remain open as of the date hereof.

	Case No.	Date Filed
Lehman Brothers Holdings Inc. (“LBHI”)	08-13555	9/15/2008
LB 745 LLC	08-13600	9/16/2008
PAMI Statler Arms LLC	08-13664	9/23/2008
Lehman Brothers Commodity Services Inc. (“LBCS”)	08-13885	10/3/2008
Lehman Brothers Special Financing Inc. (“LBSF”)	08-13888	10/3/2008
Lehman Brothers OTC Derivatives Inc. (“LOTC”)	08-13893	10/3/2008
Lehman Brothers Derivative Products Inc. (“LBDP”)	08-13899	10/5/2008
Lehman Commercial Paper Inc. (“LCPI”)	08-13900	10/5/2008
Lehman Brothers Commercial Corporation (“LBCC”)	08-13901	10/5/2008
Lehman Brothers Financial Products Inc. (“LBFP”)	08-13902	10/5/2008
Lehman Scottish Finance L.P.	08-13904	10/5/2008
CES Aviation LLC	08-13905	10/5/2008
CES Aviation V LLC	08-13906	10/5/2008
CES Aviation IX LLC	08-13907	10/5/2008
East Dover Limited	08-13908	10/5/2008
Luxembourg Residential Properties Loan Finance S.a.r.l.	09-10108	1/7/2009
BNC Mortgage LLC	09-10137	1/9/2009
LB Rose Ranch LLC	09-10560	2/9/2009
Structured Asset Securities Corporation	09-10558	2/9/2009
LB 2080 Kalakaua Owners LLC	09-12516	4/23/2009
Merit LLC	09-17331	12/14/2009
LB Somerset LLC	09-17503	12/22/2009
LB Preferred Somerset LLC	09-17505	12/22/2009

The Company has established an email address to receive questions from readers regarding this presentation. The Company plans to review questions received and for those subjects which the Company determines a response would not (i) violate a confidentiality provision, (ii) place the Company in a competitive or negotiation disadvantage, or (iii) be unduly burdensome, the Company shall endeavor to post a response (maintaining the anonymity of the question origination) on the Epiq website maintained for the Company, www.lehman-docket.com. The Company assumes no obligation to respond to e-mail inquiries. Please provide questions in clear language with document references, and email to QUESTIONS@lehmanholdings.com.

**LEHMAN BROTHERS HOLDINGS INC. (“LBHI”) AND OTHER DEBTORS AND OTHER
CONTROLLED ENTITIES**

**BASIS OF PRESENTATION
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
JULY 1, 2012 – JULY, 31 2012**

The information and data included in this July 2012 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator, and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad and excludes Aurora Bank FSB, which is indirectly controlled by LBHI. LBHI and certain of its Controlled Entities had filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, which includes certain information as required by the Office of the US Trustee, based on the information available to LBHI at this time, but note that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future. Cash balances and activity denominated in foreign currencies have been converted to US Dollars.
2. Beginning and ending balances include cash in demand-deposit accounts (DDA), money-market funds (MMF), treasury bills and other investments.
3. Beginning and ending cash balances are based on preliminary closing numbers and are subject to adjustment.
4. Beginning and ending cash and investment balances exclude the following:
 - Cash posted as collateral for hedging activity;
 - Cash related to LBHI’s wholly-owned indirect subsidiary Aurora Bank FSB; and
 - Cash held at real estate owned properties or at third party managers.

5. Restricted cash balances are based on preliminary estimates and are comprised of the following items as of July 31, 2012:

(\$ in millions)	Debtors				Other Controlled Entities	Total	Total Debtors and Other Controlled Entities
	LBHI	LBSF	LCPI	Other			
Reserves for Claims:							
Disputed unsecured claims	\$ 1,198	\$ 1,704	\$ 50	\$ 1,468	\$ 4,421	\$ -	\$ 4,421
Priority tax claims	2,828	117	-	4	2,949	-	2,949
Distributions on Allowed Claims (not remitted) ⁽¹⁾	497	169	200	16	881	-	881
Secured, Admin, Priority Claims and Other ⁽²⁾	1,662	85	106	139	1,992	-	1,992
Cash pledged to JPMorgan (CDA) ⁽³⁾	367	-	6	-	373	-	373
Subtotal, Claims Reserves	6,552	2,075	362	1,627	10,616	-	10,616
Citigroup and HSBC ⁽⁴⁾	2,041	-	-	-	2,041	-	2,041
Woodlands and LB Bancorp ⁽⁵⁾	-	-	-	-	-	540	540
Other ⁽⁶⁾	303	94	16	52	465	48	514
Total	\$ 8,895	\$ 2,169	\$ 378	\$ 1,680	\$ 13,122	\$ 588	\$ 13,711

Totals may not foot due to rounding.

- (1) Reserves for distributions for allowed claims not yet remitted to claimants include approximately \$70 million of distributions that were withheld from creditors who failed to submit appropriate and timely completed IRS-approved taxpayer identification number forms. Since the distribution date, taxpayer identification number forms have been received for approximately half of the withheld amount.
- (2) Includes approximately \$1.2 billion reserved at LBHI for a disputed claim of the Federal Home Loan Mortgage Corporation that was asserted with priority status.
- (3) Represents \$373 million of cash deposited into accounts by LBHI and LCPI and pledged to JPM pursuant to paragraph 6(b) of the Collateral Disposition Agreement (“CDA”) with JPMorgan (“JPM”) effective March 31, 2010; related to, but not limited to, contingent letters of credit exposures, clearance exposures and derivative exposures, pending resolution of these items.
- (4) Represents cash deposited on or prior to September 15, 2008 by the Company in connection with certain requests and/or documents executed by the Company and Citibank N.A. of approximately \$2 billion and HSBC Bank PLC of \$34 million, including interest earned thereon.
- (5) Represents cash at Woodlands Commercial Corporation (“Woodlands”) of \$505 million and its parent company, Lehman Brothers Bancorp Inc., a savings and loan holding company, of \$35 million, subject to regulations and supervision by the Federal Reserve Board of Governors.
- (6) Other includes (i) various pre-petition balances on administrative hold by certain financial institutions of \$125 million; (ii) asserted misdirected wires and other cash received by LBHI for the benefit of third parties and Non-Controlled Affiliates of approximately \$111 million; (iii) cash collected by LBSF on derivative trades which collateralize certain notes of approximately \$94 million; (iv) net cash collections on assets reported on the books of LBHI and LCPI related to Intercompany-Only Repurchase transactions of approximately \$58 million; (v) cash received by LBHI related to securities transferred to LBHI under the CDA with JPM of approximately \$36 million; (vi) and other cash required to be restricted by various agreements of \$90 million.

Restricted cash balances do not include cash required for operating expenses, asset preservation and other commitments (e.g. unfunded loans or anticipated investments).

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Other Controlled Entities

Summary Schedule of Cash Receipts and Disbursements

July 1, 2012 - July 31, 2012

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	Debtors					Other Controlled Entities				Total Debtors and Other Controlled Entities
	LBHI	LBSF	LCPI	Other	Total	LB1 Grp	PAMI	Other	Total	
	\$ 2,762	\$ 804	\$ 1,847	\$ 321	\$ 5,734	\$ 583	\$ 66	\$ 1,831	\$ 2,480	\$ 8,214
Beginning Free Cash and Investments (7/1/12)										
Restricted Cash	8,883	2,152	378	1,680	13,093	-	-	587	587	13,680
Beginning Total Cash and Investments	11,645	2,956	2,224	2,002	18,827	583	66	2,419	3,068	21,895
Sources of Cash										
Commercial Real Estate	1	-	128	-	129	-	12	23	34	163
Loans (Corporate and Residential)	22	-	95	-	117	-	0	2	2	118
Private Equity / Principal Investing	106	-	3	-	109	38	-	1	39	148
Derivatives	6	33	7	(0)	46	-	-	(1)	(1)	45
Receipts from Affiliates	849	-	-	20	869	-	-	115	115	984
Other	9	1	8	1	19	0	0	29	29	48
Total Sources of Cash	994	34	240	21	1,289	38	12	167	217	1,506
Uses of Cash										
Non-Operating										
Commercial Real Estate	(70)	-	(2)	-	(73)	-	(1)	(3)	(4)	(77)
Loans (Corporate and Residential)	(0)	-	(21)	-	(21)	-	-	-	-	(21)
Private Equity / Principal Investing	(0)	-	-	-	(0)	(1)	-	-	(1)	(1)
Derivatives	(0)	(0)	-	-	(0)	-	-	-	-	(0)
Payments to Creditors	6	-	-	-	6	-	-	(60)	(60)	(53)
Other	(11)	(2)	(6)	(1)	(19)	-	-	(3)	(3)	(22)
Operating Expenses	(37)	(0)	(6)	(0)	(43)	(0)	(0)	(13)	(13)	(57)
Total Uses of Cash	(112)	(2)	(34)	(1)	(150)	(1)	(1)	(79)	(81)	(231)
Net Cash Flow	881	32	206	20	1,139	37	11	89	136	1,275
Inter-Company Transfers, Net	46	0	85	8	139	-	7	(146)	(139)	(0)
Transfers from (to) Securitization Trustee	80	-	1	-	81	-	-	-	-	81
Loan Agencies, Net	-	-	(1)	-	(1)	-	-	-	-	(1)
FX Fluctuation	(0)	0	1	-	1	-	-	1	1	2
Ending Total Cash and Investments	12,652	2,988	2,516	2,029	20,185	620	84	2,362	3,067	23,252
Restricted Cash	(8,895)	(2,169)	(378)	(1,680)	(13,122)	-	-	(588)	(588)	(13,711)
Ending Free Cash and Investments (7/31/12)	\$ 3,757	\$ 819	\$ 2,138	\$ 349	\$ 7,063	\$ 620	\$ 84	\$ 1,774	\$ 2,478	\$ 9,541

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".

Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Other Controlled Entities
Schedule of Cash Receipts and Disbursements
July 1, 2012 - July 31, 2012

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	Debtors					Other Controlled Entities				Total Debtors and Other Controlled Entities
	LBHI	LBSF	LCPI	Other	Total	LB1 Grp	PAMI	Other	Total	
Beginning Free Cash and Investments (7/1/12)	\$ 2,762	\$ 804	\$ 1,847	\$ 321	\$ 5,734	\$ 583	\$ 66	\$ 1,831	\$ 2,480	\$ 8,214
Restricted Cash	8,883	2,152	378	1,680	13,093	-	-	587	587	13,680
Beginning Total Cash and Investments	11,645	2,956	2,224	2,002	18,827	583	66	2,419	3,068	21,895

Sources of Cash

Commercial Real Estate

Principal	(a)	1	-	125	-	125	-	8	21	29	154
Interest		1	-	3	-	4	-	4	1	5	9

Loans (Corporate and Residential)

Principal	(b)	19	-	93	-	111	-	0	0	0	112
Interest		3	-	2	-	5	-	0	1	1	7

Private Equity / Principal Investing

Principal	(c)	106	-	1	-	107	38	-	1	39	145
Interest and Dividends		0	-	2	-	2	-	-	-	-	2

Derivatives

Return / (Posting) of Hedging Collateral, net		-	(1)	-	(1)	(2)	-	-	(1)	(1)	(3)
Collections from Live / Terminated Trades	(d)	6	33	7	1	46	-	-	0	0	46
Other		-	1	-	-	1	-	-	-	-	1

Receipts from Affiliates

Distributions from Non-Controlled Affiliates	(e)	849	-	-	20	869	-	-	115	115	984
--	-----	-----	---	---	----	-----	---	---	-----	-----	-----

Other

Interest	(f)	6	1	(1)	1	7	0	0	2	2	9
Other		4	0	8	0	12	-	-	27	27	39

Total Sources of Cash		994	34	240	21	1,289	38	12	167	217	1,506
------------------------------	--	------------	-----------	------------	-----------	--------------	-----------	-----------	------------	------------	--------------

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".

Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Other Controlled Entities
Schedule of Cash Receipts and Disbursements
July 1, 2012 - July 31, 2012

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	Debtors					Other Controlled Entities			Total Debtors and Other Controlled Entities		
	LBHI	LBSF	LCPI	Other	Total	LB1 Grp	PAMI	Other	Total		
Uses of Cash											
Non-Operating											
Commercial Real Estate											
Preservation of Assets	(70)	-	(2)	-	(73)	-	(1)	(3)	(4)	(77)	
Loans (Corporate and Residential)											
Preservation of Assets	(0)	-	(21)	-	(21)	-	-	-	-	(21)	
Private Equity / Principal Investing											
Capital Calls	(0)	-	-	-	(0)	(1)	-	-	(1)	(1)	
Derivatives											
Payments on Live Trades	(0)	(0)	-	-	(0)	-	-	-	-	(0)	
Payments to Creditors											
Plan Distributions	6	-	-	-	6	-	-	-	-	6	
Payments to Creditors - Non Controlled Affiliates	(g)	-	-	-	-	-	-	(60)	(60)	(60)	
Other											
Other	(11)	(2)	(6)	(1)	(19)	-	-	(3)	(3)	(22)	
Operating Expenses	(h)										
Compensation and Benefits	(i)	(8)	-	-	(8)	-	-	(6)	(6)	(14)	
Professional Fees		(22)	(0)	(5)	(27)	(0)	-	(0)	(1)	(28)	
Other	(j)	(7)	(0)	(1)	(0)	(8)	(0)	(0)	(7)	(14)	
Total Uses of Cash	(112)	(2)	(34)	(1)	(150)	(1)	(1)	(79)	(81)	(231)	
Net Cash Flow	881	32	206	20	1,139	37	11	89	136	1,275	
Inter-Company Receipts	(k)	111	0	85	8	204	-	9	46	55	
Inter-Company Disbursements	(k)	(65)	-	(0)	(0)	(65)	-	(2)	(192)	(194)	
Transfers from (to) Securitization Trustee	(l)	80	-	1	-	81	-	-	-	81	
Loan Agencies, Net		-	-	(1)	-	(1)	-	-	-	(1)	
FX Fluctuation	(0)	0	1	-	1	-	-	1	1	2	
Ending Total Cash and Investments	(m)	12,652	2,988	2,516	2,029	20,185	620	84	2,362	3,067	23,252
Restricted Cash	(n)	(8,895)	(2,169)	(378)	(1,680)	(13,122)	-	-	(588)	(588)	(13,711)
Ending Free Cash and Investments (7/31/12)	\$ 3,757	\$ 819	\$ 2,138	\$ 349	\$ 7,063	\$ 620	\$ 84	\$ 1,774	\$ 2,478	\$ 9,541	

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".
 Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Other Controlled Entities
Schedule of Cash Receipts and Disbursements
July 1, 2012 - July 31, 2012

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

Notes:

- (a) Includes cash received on Commercial Real Estate loans and other Commercial Real Estate assets.
- (b) Primarily includes cash received from sales of assets and principal paydowns related to Corporate Loans and Residential Real Estate assets.
- (c) LBHI receipts of \$106 million primarily includes receipts from GP and LP stakes in Private Equity and Hedge Funds.
- (d) Includes collections on live and terminated trades, net of purchases of SPV notes.
- (e) Includes receipts by LBHI, LBCC, and Other Controlled Entities of approximately \$813 million, \$20 million, and \$115 million, respectively on distributions from Lehman Brothers Asia Holdings, and receipts by LBHI of \$36 million on distributions from Lehman Brothers Japan for the benefit of LBCC, which were subsequently transferred to LBCC in August 2012.
- (f) Includes interest collected on short term investments, net of purchased interest, and amortization on treasury investments.
- (g) Includes payments of \$49 million, \$9 million and \$2 million on liabilities due to Lehman Brothers Commercial Corporation Asia Ltd., Lehman Brothers Asia Holdings and Other Non-Controlled Affiliates respectively.
- (h) A portion of the Operating Expenses paid by LBHI is subject to allocations to, and reimbursement from, various Controlled Entities.
- (i) Compensation and Benefits includes Company employees as well as fees paid to Alvarez & Marsal as interim management.
- (j) Primarily includes expenses related to outsourced services and IT, occupancy, taxes, insurance and other operating disbursements.
- (k) Inflows at LBHI and LCPI primarily relates to dividends, settlements of post-petition administrative activity and partial repayment on pre-petition intercompany balances from Other Controlled Entities. Outflows at LBHI primarily represents settlements of post-petition activity.
- (l) Includes cash outflows to the Spruce and Verano Securitization Trustee for proceeds received on underlying collateral, netted against any receipts for pay downs and interest on the Spruce and Verano notes (paid quarterly by the Trustee). Cash collections on the underlying collateral are presented in "Sources of Cash" in Loans (Corporate and Residential).
- (m) Other Controlled Entities - Other Ending Cash and Investments at July 31, 2012 includes \$752 million of cash balances at Controlled Entities in Asia.
- (n) Restricted cash increased at LBSF related to collections of \$17 million related to collateralized notes secured to Lehman Brothers Bankhaus AG.

**LEHMAN BROTHERS HOLDINGS INC. (“LBHI”) AND OTHER DEBTORS AND OTHER
CONTROLLED ENTITIES**

**BASIS OF PRESENTATION
SCHEDULE OF PROFESSIONAL FEE AND EXPENSE DISBURSEMENTS
FROM SEPTEMBER 15, 2008 TO JULY 31, 2012**

The information and data included in this July 2012 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad, and Aurora Bank FSB, which is indirectly controlled by LBHI. LBHI and certain of its Controlled Entities had filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, including certain information as required by the Office of the United States Trustee, based on the information available to LBHI at this time, but note that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future.
2. The professional fee disbursements presented in this report reflect the date of actual cash payments to professional service providers. The Company has incurred additional professional fee expenses during the reporting period that will be reflected in future Operating Reports as cash payments are made to providers.
3. The professional fee disbursements presented in this report have primarily been paid by LBHI; a portion of these fees have been and will be allocated to Debtors and certain Controlled Entities based on the dedicated costs associated with each entity and an allocation methodology.
4. Ordinary Course Professionals are being paid in compliance with the “Amended Order Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business” (the “Amended OCP Order”). Should a professional or firm exceed specified thresholds in the Amended OCP Order, prior to the Effective Date of the Plan, then they must file a retention application with the Court and receive payment in compliance with subsequent amended orders establishing procedures for interim monthly compensation and reimbursement of expenses of professionals. Professional fees incurred subsequent to the Effective Date will comply with the terms of the engagement as agreed to with LBHI, as Plan Administrator.
5. This Operating Report includes disbursements for services rendered on or prior to March 6, 2012 (“Pre-Effective Date”) and subsequent to March 6, 2012 (“Post-Effective Date”).

LEHMAN BROTHERS HOLDINGS INC. and Other Debtors and Other Controlled Entities

Schedule of Professional Fee and Expense Disbursements

For Services Rendered Pre-Effective Date

July 2012

Unaudited (\$ in thousands)		For services rendered Pre-Effective Date		
		July-2012	Sept-2008 Through July-2012	
Debtors - Claims and Noticing Agent				
Epiq Bankruptcy Solutions LLC	Claims Management and Noticing Agent	\$ -	\$ 28,773	
Debtors - Section 363 Professionals				
Alvarez & Marsal LLC	Interim Management	-	535,520	
Debtors - Section 327 Professionals				
Akerman Senterit	Special Counsel - Mortgage Litigation and Claims	-	26	
Bingham McCutchen LLP	Special Counsel - Tax	-	23,459	
Bortstein Legal LLC	Special Counsel - IT and Other Vendor Contracts	-	4,131	
Clyde Click, P.C.	Special Counsel - Real Estate	15	363	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Special Counsel - Conflicts	118	50,166	
Dechert LLP	Special Counsel - Real Estate	-	7,332	
Deloitte LLP	Tax Services	-	891	
Discover Ready LLC	eDiscovery Services	-	15,007	
Ernst & Young LLP	Audit and Tax Services	4	1,734	
Foster, Graham, Milstein & Calisher, LLP	Special Counsel - Mortgage Litigation and Claims	-	819	
Fried, Frank, Harris, Shriver & Jacobson LLP	Special Counsel - Real Estate	-	421	
Gibson Dunn & Crutcher LLP	Special Counsel - Real Estate	-	3,670	
Gleacher	Financial Advisor	6,000	6,195	
Hardinger & Tenenholz LLP	Special Counsel - Discovery	23	194	
Hudson Global Resources	Contract Attorneys	-	11,789	
Jones Day	Special Counsel - Asia and Domestic Litigation	-	65,226	
Kasowitz, Benson, Torres & Friedman	Special Counsel - Litigation	-	2,384	
Kleyr Grasso Assocs	Special Counsel - UK	24	1,049	
Kramer Levin Naftalis and Frankel LLP	Special Counsel - Employee Matters	-	197	
Krebsbach & Snyder, P.C.	Special Counsel - Litigation	-	541	
Lazard Freres & Co.	Investment Banking Advisor	-	31,773	
Locke Lord Bissell & Liddell LLP	Special Counsel - Mortgage Litigation and Claims	-	1,668	
McKenna Long & Aldridge LLP	Special Counsel - Commercial Real Estate Lending	-	5,834	
MMOR Consulting	Tax Services	43	1,012	
Momo-o, Matsuo & Namba	Special Counsel - Asia	-	642	
Moulton Bellingham P. C.	Special Counsel - Mortgage Litigation and Claims	-	632	
O'Neil Group	Tax Services	156	3,288	
Pachulski Stang Ziehl & Jones	Special Counsel - Real Estate	-	4,822	
Paul, Hastings, Janofsky & Walker LLP	Special Counsel - Real Estate	-	3,448	
Pricewaterhouse Coopers LLP	Tax Services	-	2,428	
Reed Smith LLP	Special Counsel - Insurance	31	1,174	
Reilly Pozner LLP	Special Counsel - Mortgage Litigation and Claims	-	8,792	
Simpson Thacher & Bartlett LLP	Special Counsel - SEC Reporting, Asset Sales, and Congressional Testimony	52	2,820	
SNR Denton LLP	Special Counsel - Real Estate	96	2,524	
Sutherland LLP	Special Counsel - Tax	-	845	
Weil Gotshal & Manges LLP	Lead Counsel	-	419,228	
Windels Marx Lane & Mittendorf, LLP	Special Counsel - Real Estate	-	3,364	
Wollmuth Maher & Deutsch LLP	Special Counsel - Derivatives	-	1,784	
Creditors - Section 327 Professionals				
FTI Consulting Inc.	Financial Advisor	3,269	89,670	
Houlihan Lokey Howard & Zukin Capital Inc.	Investment Banking Advisor	-	17,091	
Milbank Tweed Hadley & McCloy LLP	Lead Counsel	-	139,149	
Quinn Emanuel Urquhart Oliver & Hedges LLP	Special Counsel - Conflicts	-	31,666	
Richard Sheldon, Q.C.	Special Counsel - UK	12	378	
Examiner - Section 327 Professionals				
Duff & Phelps LLC	Financial Advisor	-	43,210	
Jenner & Block LLP	Examiner	-	59,454	
Fee Examiner				
Godfrey & Kahn, S.C.	Fee Examiner (Current)	440 (a)	6,135	
Feinberg Rozen LLP	Fee Examiner (Previous)	-	3,158	
Brown Greer Plc	Fee and Expense Analyst	0	1,149	
Total Non-Ordinary Course Professionals		10,282	1,647,029	
Inactive Non-Ordinary Course Professionals		-	17,862	
Debtors - Ordinary Course Professionals		-	46,871	
Other Professionals		561 (b)	9,949	
US Trustee Quarterly Fees		-	1,959	
Total Pre-Effective Date Professional Fees and UST Fees		\$ 10,843	\$ 1,723,671	

(a) Includes services rendered subsequent to March 2012 for the review of professional fee and expenses incurred during the Pre-Effective Date period.

(b) Includes disbursements to various professionals not subject to court retention.

LEHMAN BROTHERS HOLDINGS INC. and Other Debtors and Other Controlled Entities

Schedule of Professional Fee and Expense Disbursements

For Services Rendered Post-Effective Date

July 2012

Unaudited (\$ in thousands)

		For services rendered Post-Effective Date	
		July-2012	March 7, 2012 - July-2012
Alvarez & Marsal LLC	Interim Management	\$ 6,644	\$ 13,462
Professional Fees			
Bingham McCutchen LLP	Special Counsel - Tax	15	620
Epiq Bankruptcy Solutions LLC	Claims Management and Noticing Agent	1,543	2,744
FTI Consulting Inc.	Financial Advisor - Creditors	169	169
Houlihan Lokey Howard & Zukin Capital Inc.	Investment Banking Advisor	-	441
Lazard Freres & Co.	Investment Banking Advisor	150	150
Milbank Tweed Hadley & McCloy LLP	Lead Counsel - Creditors	2,626	2,626
Skadden, Arps, Slate, Meagher & Flom LLP	Board of Directors Counsel	-	958
Weil Gotshal & Manges LLP	Lead Counsel - Debtors	5,215	5,215
Wollmuth Maher & Deutsch LLP	Special Counsel - Derivatives	212	618
US Trustee Quarterly Fees		302	302
Other Professionals - Legal	Various	5,302	8,918
Other Professionals - Non-Legal	Various	967	2,399
Other Professionals - Asia	Various	445	836
Sub-total Professional Fees		16,948	25,996
Total Post-Effective Date Professional Fees - Including Alvarez & Marsal		\$ 23,592	\$ 39,458